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## AMENDMENT TO PAID UP OIL AND GAS LEASE

STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

WHEREAS, a certain Paid Up Oil and Gas Lease dated January 18, 2007, was executed by and between the undersigned, **Triple "T" Farms LTD.**, a Texas limited partnership, as Lessor and **Chesapeake Exploration, L.L.C.**, successor by merger of Chesapeake Exploration Limited Partnership, as Lessee and recorded in Document Number D207022329 in the Deed Records of Tarrant County, Texas, covering lands more specifically described therein (the Lease).

NOW, THEREFORE, Lessee and Lessor, for good and valuable consideration and the covenants and agreements stated herein, hereby amend the terms of the Lease as set forth below:

1. The following language is to be deleted from Paragraph 6 of the Lease:

**"PROVIDED, HOWEVER THAT NOTWITHSTANDING ANYTHING CONTAINED IN THIS LEASE TO THE CONTRARY, NO MORE THAN ONE (1) POOLED UNIT MAY BE CREATED HEREUNDER. IN THE EVENT LESSEE ATTEMPTS TO CREATE A POOLED UNIT HEREUNDER AFTER ONE (1) UNIT HAS BEEN CREATED, THEN SAID POOLED UNITY SHALL BE VOID AND OF NO FORCE OR EFFECT."**

And the addition of the following language is to be added to Paragraph 6 of the Lease:

**"PROVIDED, HOWEVER THAT NOTWITHSTANDING ANYTHING CONTAINED IN THIS LEASE TO THE CONTRARY, NO MORE THAN TWO (2) POOLED UNITS MAY BE CREATED HEREUNDER, AND ALL THE LEASED PREMISES MUST BE INCLUDED IN THE TWO UNITS."**

It is understood and agreed by all parties hereto that the provision contained herein shall supersede any provisions to the contrary in the Oil and Gas Lease described herein; however, in all other respects, the lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm such lease.

This Amendment to the Oil and Gas Lease may be executed in counterparts, each of which is deemed an original and all of which only constitute one original.

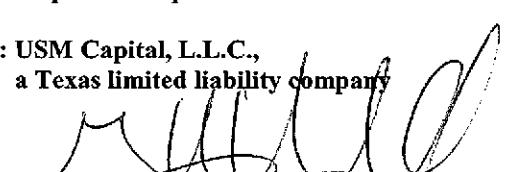
FURTHER, the provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

EXECUTED this the 4th day of March, 2010

LESSOR:

**TRIPLE "T" FARMS LTD.,**  
a Texas limited partnership

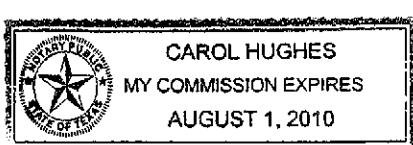
By: USM Capital, L.L.C.,  
a Texas limited liability company

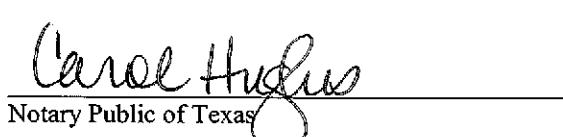
  
By: Gary Hazelwood, President and Manager  
Its: General Partner

## CORPORATE ACKNOWLEDGEMENT

STATE OF TEXAS  
COUNTY OF Tarrant

This agreement was acknowledged before me on the 4th day of March, 2010, by Gary Hazelwood, President and Manager of USM Capital, L.L.C., a Texas limited liability company, General Partner of TRIPLE "T" FARMS, LTD., a Texas limited partnership, on behalf of said limited partnership.



  
Carol Hughes  
Notary Public of Texas

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.,  
an Oklahoma limited liability company

By: Henry J. Hood, Senior Vice President – Land and Legal  
& General Counsel of Chesapeake Exploration, L.L.C.

*HN*  
*W. DAP*

TOTAL E&P USA, INC.,  
a Delaware corporation

By: Eric Bonnin, Vice President- Business Development and  
Strategy

*See*

**CORPORATE ACKNOWLEDGEMENT**

STATE OF OKLAHOMA §  
COUNTY OF OKLAHOMA §

Before me, the undersigned, a Notary Public in and for said County and State, on this 17 day  
of March, 2010, personally appeared Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed as the free and voluntary act and deed of such company, for the uses and purposes therein set forth.

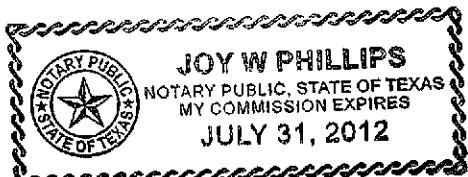


Erin Clayton  
Notary Public State of Oklahoma

**CORPORATE ACKNOWLEDGMENT**

STATE OF TEXAS §  
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2010, by Eric Bonnin as Vice President – Business Development and Strategy for TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



Joy W Phillips  
Notary Public in and for the State of Texas